

BROWN RUDNICK LLP

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*Counsel to the General Motors Nova Scotia
Finance Company Noteholders Identified Herein*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
MOTORS LIQUIDATION COMPANY,)	Case No. 09-50026 (REG)
<i>et al.,</i>)	
)	(Jointly Administered)
Debtors)	
)	

**JOINDER OF CERTAIN NOTEHOLDERS OF GENERAL MOTORS NOVA SCOTIA
FINANCE TO AMENDED MOTION OF CERTAIN NOTEHOLDERS PURSUANT TO
RULE 3018(a) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE FOR
TEMPORARY ALLOWANCE OF THE NOVA SCOTIA GUARANTY CLAIMS FOR
THE PURPOSE OF VOTING TO ACCEPT OR REJECT THE PLAN**

Certain holders of notes (the “Nova Scotia Notes”)¹ issued by General Motors Nova Scotia Finance Company (“GM Nova Scotia”) (collectively, the “Noteholders”),² by and through

¹ The Nova Scotia Notes include the following two series of notes issued by Nova Scotia Finance on July 10, 2003: (i) those certain 350,000,000 principal amount of 8.735% guaranteed notes due December 7, 2015; and (ii) those certain 250,000,000 principal amount of 8.875% guaranteed notes due July 10, 2023.

² The Noteholders consist of the following entities: Anchorage Capital Master Offshore Ltd, Canyon-GRF Master Fund, L.P., Canyon Value Realization Fund L.P., CSS, LLC, Knighthead Master Fund, LP, LMA SPC for and on behalf of MAP 84, Lyxor/Canyon Realization Fund, Ltd., Onex Debt Opportunity Fund, Ltd., Redwood Master Fund Ltd, and The Canyon Value Realization Master Fund, L.P.

their undersigned counsel, hereby join³ and incorporate the *Amended Motion of Certain Noteholders Pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure for Temporary Allowance of the Nova Scotia Guaranty Claims for the Purpose of Voting to Accept or Reject the Plan* filed on January 10, 2011 [Docket No. 8535] as if fully set forth herein.

Dated: January 27, 2011
New York, New York

Respectfully submitted,

BROWN RUDNICK LLP

By: /s/ Daniel J. Saval
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#8286053

³ The Noteholders submit this joinder in connection with any claims relating to the Nova Scotia Notes for which the Noteholders are the record holders or have a beneficial ownership interest therein.